

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

CARLTON TECHNOLOGIES, INC.,)	
)	
Plaintiff,)	
)	
v.)	Case No. 07-C-6757
)	Judge Coar
JEFFREY GRAFSTEIN)	
and BIZ 120, INC.,)	Magistrate Judge Mason
)	
Defendants.)	

**DEFENDANT BIZ 120, INC.'S FIRST AMENDED ANSWER AND
AFFIRMATIVE DEFENSES TO COMPLAINT**

Defendant, Biz 120, Inc. ("Biz 120"), by and through its attorneys, Neal, Gerber & Eisenberg LLP, for its First Amended Answer and Affirmative Defenses to Complaint filed by Plaintiff Carlton Technologies, Inc. ("Carlton") hereby restates and incorporates its original Answer and Affirmative Defenses to Complaint as if set forth fully herein, and asserts the following additional Affirmative Defense:

1. Prior to Defendant Jeffrey Grafstein's ("Grafstein") departure from Carlton, Ryan Bracken, President of Carlton, expressly told Grafstein that he could contact, solicit, and conduct business with the vendors used by Carlton on behalf of himself and Biz 120. Thus, Plaintiff is barred by the doctrines of waiver and release from contending that Biz 120 is prohibited from contacting, soliciting and conducting business with Carlton's vendors.

Dated: May 30, 2008

Respectfully submitted,

BIZ 120, INC.

By: Chad W. Moeller

One of Its Attorneys

Michael G. Kelber
Chad W. Moeller
Sonya Rosenberg
Neal, Gerber & Eisenberg, LLP
2 N. LaSalle Street, Suite 2200
Chicago, IL 60602
(312) 269-8000

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing *Defendant Biz 120, Inc.'s First Amended Answer and Affirmative Defenses*, was served upon the following parties electronically (via ECF) on May 30, 2008:

John M. Dickman
Ronald Y. Rothstein
Sheila P. Frederick
WINSTON & STRAWN LLP
35 West Wacker Drive
Chicago, IL 60601

By:/s/ Chad W. Moeller
One of Defendants' Attorneys

NGEDOCs: 1535778.2